

HOWELL J MARK
Form 4
February 17, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOWELL J MARK

(Last) (First) (Middle)

C/O BRIGHTPOINT, INC., 7635
INTERACTIVE WAY, SUITE 200

(Street)

INDIANAPOLIS, IN 46278

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRIGHTPOINT INC [CELL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

President Americas, Co-COO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/14/2010 | | M | | 7,971 A \$ 0 | | D |
| Common Stock | 02/14/2010 | | F | | 3,257 D \$ 7.27 | | D |
| Common Stock | 02/14/2010 | | M | | 2,899 A \$ 0 | | D |
| Common Stock | 02/14/2010 | | F | | 1,185 D \$ 7.27 | | D |
| Common Stock | 02/17/2010 | | M | | 15,034 A \$ 6.78 | | D |

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Common Stock 02/17/2010 S 15,034 D \$ 7.23 340,534 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 02/14/2010 | | M | 7,971 | ⁽²⁾ ⁽²⁾ | Common Stock | 7,971 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 02/14/2010 | | M | 2,899 | ⁽³⁾ ⁽³⁾ | Common Stock | 2,899 |
| Employee Stock Option(Right to Buy) | \$ 6.78 | 02/17/2010 | | M | 15,034 | ⁽⁴⁾ 02/18/2010 | Common Stock | 15,034 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWELL J MARK C/O BRIGHTPOINT, INC. 7635 INTERACTIVE WAY, SUITE 200 INDIANAPOLIS, IN 46278 | | | President Americas, Co-COO | |

Signatures

/s/ Steven E. Fivel, 02/17/2010
Attorney-in-Fact

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Registrant's common stock.
- (2) These are performance-based RSUs that were determined to be earned in February 2009. 7,971 of these RSUs vested on each of 2/14/2009 and 2/14/2010, another 7,971 of these RSUs will vest on 2/14/2011.
- (3) 2,899 of these RSU's vested on each of 2/14/2009 and 2/14/2010 and 2,898 will vest on 2/14/2011.
- (4) 15,035 of the options vested on 2/18/2006 and 2/18/2007 and 15,034 vested on 2/18/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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